



For Animals
Ngā Kararehe Haumarū

SAFE Rules

November 2021

SAFE is an Incorporated Society registered as a national body under the name Save Animals From Exploitation Incorporated.

Name

1. The name of the society shall be “Save Animals From Exploitation Incorporated” generally

Objectives

2. The Society is established to prevent the suffering, abuse and exploitation of animals by:
 - a. Raising public awareness of the suffering, abuse and exploitation of animals; and
 - b. Promoting education on human-animal relations.

Membership

3. Membership of SAFE is subject to the approval of the SAFE Board (hereafter referred to as “Board”) and shall consist of the following two types:
 - a. **Ordinary Members:** An application may be filed by any person who submits a completed membership form and pays the appropriate membership fee. When approved by the Board and the appropriate membership fee paid, membership can be granted.
 - b. **Life Members:** Comprised of those members on whom Life Membership has been conferred. No new Life Memberships will be offered.
4.
 - a. The Board shall have complete discretion when it decides whether or not to allow an applicant to become a member. The Board may interview the applicant when it considers membership applications. The Board shall advise the applicant of its decision, and that decision shall be final.
 - b. Any member whose subscription is unpaid after having received a written reminder notice followed by a final notice will no longer be considered a member of the Society. At any time after such an expiry notice the Board (or its duly authorised person) may, at its discretion, remove the name of such member from the national membership database. In the event of sufficient explanations being made to the Board (or its duly authorised person) it shall have authority to restore their name to the list of members upon payment of all arrears.
 - c. No member whose subscription is unpaid shall be eligible for office.
 - d. Any member may resign their membership at any time by notifying their resignation in writing to the Society and thereupon they shall cease to be a member of the Society. However, no such resignation shall relieve any member from the payment of any subscription or other money due or payable by them at the time of such resignation or their pro-rata share of any then existing liability of the Society.
 - e. If any member shall willfully infringe any of the rules or by-laws of the Society, or shall, in the opinion of the Board after investigation, commit misconduct or act in a way that would bring SAFE into disrepute, or in a manner inconsistent with the purposes of SAFE, it shall be in the power of the Board to suspend or terminate the membership.

Alteration of Rules

5.

- a. Any alteration of these rules, or adoption of new rules, must comply with the Incorporated Societies Act 1908.
- b. Any alteration of these rules, or adoption of new rules, may be made by resolution of a two-thirds majority at an Annual General Meeting of the Society, or a Special General Meeting called for the specific purpose by the Board.
- c. Notice of any proposed alteration of the rules shall be given to the Secretary, in writing, at least 28 days prior to an Annual General Meeting of the Society.
- d. Notice shall be given by the Secretary of any proposed alteration to the rules to members at least 21 days prior to an Annual General Meeting of the Society, or a Special General Meeting called for the specific purpose by the Board.
- e. Accepted alterations must be submitted to the Registrar of Incorporated Societies for approval.
- f. Rule alterations (approved by the Registrar of Incorporated Societies) must be notified to Charities Services no later than three months after the alteration takes place.
- g. An alteration takes effect when it has been registered by the Registrar of Incorporated Societies. Until the alteration is registered the existing rules must be followed.
- h. The new Rules document must be signed as accepted by three members of the Board.

General Meetings

6.

- a. The Annual General Meeting of the Society shall be held prior to December in any given year. The date and location shall be determined each year by the Board.
- b. The Board may at any time call a Special General Meeting of the Society giving no less than 21 days notice to members specifying the object(s) of the meeting and agenda. At such meetings, no business shall be transacted other than specified in the notice. The Board, upon receipt of written request, signed by at least fifteen members of the Society, shall be required to call a Special General Meeting within 21 days to transact the business as prescribed in the written request. The Board shall determine the location of any Special General Meeting.
- c. The members of the Board shall elect a chairperson to preside at General Meetings of the Society.
- d. Fifteen members shall form a quorum at all Annual General or Special Meetings. If a quorum is not present, the meeting will be adjourned for no later than thirty days and those present at that meeting will form a quorum. In the event of conflict between this rule and rule 6(a), this rule prevails.
- e. A failure of any Member of the Society to receive notice of any General Meeting shall not invalidate or prejudice any act, resolution or proceedings at any General Meeting of the Society.

7.

- a. Notice of the date and location of the Annual General Meetings shall be advised to Members of the Society no less than 42 days prior to the date of the meeting. Notification shall be via the organisation's website and via email to each SAFE member with email and via post for those members that do not have email.
- b. The Secretary of the Society shall call for remits from members no less than 42 days prior to the date of the Annual General Meeting.
- c. Members are to notify any remits to be presented at the Annual General Meeting in writing to the Secretary no less than 28 days prior to the date of the meeting.
- d. A meeting agenda, including any remits as received from members or the Board, shall be made available to members via the SAFE website no less than 21 days prior to the date of the Annual General Meeting.
- e. An annual report provided by the Board, together with audited Statements of Financial Performance and Financial Position, shall be submitted at the Annual General Meeting.

8.

- a. All paid up Members of the Society are eligible to attend and vote at General Meetings.
- b. If any Member of the Society is unable to attend a General Meeting, they may appoint another Member of the Society as a proxy to vote in their absence. A member can act as a proxy for only one other member, as well as carrying their own vote. Power to act as a proxy must be given in writing to the Secretary of the Society prior to all meetings.
- c. All motions put to a General Meeting shall, in the first instance, be determined by the voices, and if not conclusive, then by show of hands.
- d. With the exception of Rule 5(b), a simple majority shall decide all deliberations.
- e. The chair of any General Meeting shall have a deliberative, and if necessary, casting vote. The decision of the presiding Chair of any Annual General, or Special Meeting on the interpretation of any rule shall be final.

Election of Board Members

9.

- a. The elected members of the Board of the Society (hereafter referred to as "Board members") shall comprise a Chair, Secretary, Treasurer and no more than six Board members.
- b. Prospective Board members must be a current, financial member of SAFE, at least 18 years of age and demonstrate a commitment to the goals and objectives of SAFE including being vegetarian or vegan. Board members must not have a clear and demonstrable conflict with the goals and policies of the Society. Any previous conflict must not have existed within the previous 12 months of being appointed
- c. Board members' tenure is a maximum of three years, each year's tenure considered to begin from the SAFE Annual General Meeting (end of meeting) until the Annual General Meeting (end of meeting) the following year.

- d. Each year a minimum of approximately one third of elected Board members shall retire from office.
- e. The elected Board members to retire in each year shall be those who have been in office the longest since their last election; but for persons who became Board members on the same day, those who retire shall (unless they agree amongst themselves) be determined by lot.
- f. Board members shall be elected annually in the manner prescribed in Rule 10.
- g. All retiring Board members shall be eligible for re-election.
- h. In addition to up to nine elected members, the Board may co-opt no more than two other individuals onto the Board. Eligibility for co-option onto the Board is the same as for election – the candidate must be a current, financial member of SAFE and all prospective Board members must meet the criteria outlined in the Board Manual. The Board must approve any possible nominee before a formal invitation is made. Co-opted members must accept in writing and agree to the terms and conditions as detailed in this manual. Co-opted members have full voting rights.

10.

- a. The Secretary shall call for nominations from members for election of Board members no less than 42 days prior to the date of an Annual General Meeting. Notification shall be via the organisation's website and via email to each SAFE member with email and via post for those members that do not have email.
- b. SAFE members shall be notified of individual Board members standing down and re-standing for election.
- c. Nominations for elected Board members must be received from members no later than 10 days from the date of calling for such nominations. Nominations should take the form as specified in the calling for nominations by the Society.
- d. Any paid employee of the Society is not eligible to stand for any elected position.
- e. The Board will be advised of all nominations. Where considered necessary, the Board may refer vetting questions to the candidate, require references and undertake any due diligence actions the Board considers fit.
- f. The Board shall compile a list of candidates comprised of Board members re-standing for election and any such new nominees the Board approves after due diligence ('The List of Recommended Board Nominees').
- g. In the event:
 - i. the total number of sitting Board members and candidates in the List of Recommended Board Nominees does not exceed nine, then a ballot to members is unnecessary;
 - ii. the total number of sitting Board members and candidates in the List of Recommended Board Nominees exceeds nine, then a ballot to members will be necessary.
- h. If a ballot to members is necessary, or if the Board elects to have a ballot for any other reason, the Secretary shall forward to all SAFE members the List of Recommended Board Nominees no less than 21 days prior to the date of the Annual General Meeting.

- i. Completed ballot forms noting the voting member's name, address, phone number and signature must be received no later than 14 days from the date of the ballot form being sent to members. Members' names will be checked against the current membership register to ensure members are financial and eligible to vote.
- j. The successful candidates for elected Board members shall be advised to members at the Annual General Meeting and via the SAFE website.
- k. Elections to appoint the Board positions (Chair, Secretary and Treasurer) shall be undertaken at a Board meeting directly following the Annual General Meeting.

Powers

11.

- a. The Secretary shall be responsible for the recording of proceedings at all General Meetings of the Society and meetings of the Board. The Secretary shall be responsible for ensuring that the Board meets as and when required under Rule 11 (c).
- b. The Treasurer shall be responsible for the presentation of the Statement of Financial Performance and Statement of Financial Position to members at Annual Meetings of the Society. The Treasurer shall be responsible for the presentation of the annual budget and regular financial updates to meetings of the Board on a regular basis as required.
- c. The Board shall meet a minimum of four times each year, whether by teleconference or face-to-face meetings.
- d. Meetings of the Board shall include the elected Chair, Secretary and Treasurer, or their nominees, who are all eligible to vote. Two thirds of the Board present and eligible to vote shall form a quorum at all Board meetings.
- e. The Board shall at each meeting appoint a person to facilitate that meeting of the Board. Decisions of the Board shall be agreed upon by a minimum of 65 per cent of those in attendance and eligible to vote.
- f. A resolution in writing, signed by a minimum of two thirds of Board members (including the elected Chair, Secretary and Treasurer) shall be as valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form, whether an original or an electronic copy. Such resolution shall not be defined as a meeting for the purposes of Clause 11(c).
- g. The Board shall have the power to perform the following actions:
 - i. To remove from office any elected Board member should they consider that they have fair and justifiable reason for doing so, and that such an action is deemed in the best interests of the Society.
 - ii. To appoint any eligible member to any vacant Board member position for the remaining period of time up to the next Annual General Meeting.
 - iii. To employ staff as required and invite such staff to attend Board meetings, if appropriate and required. The Board may authorise appropriately appointed staff to direct the operation of the Society including the employing of staff to fulfill this requirement.

- iv. To grant honorariums to appropriate persons who are not Members of the Board as deemed fit.
- v. To open and operate bank accounts as required. Any two of the following are authorised to act as signatories: the Chair, the Secretary, the Treasurer and persons appointed by the Board.
- vi. To invest and control the funds of the Society, to raise and/or borrow such monies as deemed necessary and to purchase or lease property in such manner as is considered in the best interests of the Society.
- vii. To approve affiliation and/or association with any organisation deemed in the best interests of the Society.
- viii. To enter into any negotiations, contracts and agreements on behalf of the Society deemed in the best interests of the Society.
- ix. To conduct any other business as deemed necessary in fulfilling the objects of the Society.
- h. For the avoidance of doubt, the powers in clause 11 (g) above are subject to the following:
 - i. Any income, benefit or advantage of the Society must be used to advance the charitable purposes of the Society;
 - ii. No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decisions made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage;
 - iii. Any payments made to a member of the Society, or a person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- i. Any Board member, including the Chair, Secretary and Treasurer, who becomes an employee of the Society, must resign from their elected or Board-appointed position.
- j. Members of the Board will be entitled to the payment of honoraria and to be reimbursed by SAFE for expenses incurred:
 - i. Members of the Board may receive such honoraria as may be set by resolution of a General Meeting prior to payment
 - ii. Members of the Board may be reimbursed by SAFE for any actual expenses properly and reasonably incurred by them on behalf of SAFE
 - iii. The payment of such honoraria or reimbursement must be made in accordance with policies to be established by the Board.

Common Seal

- 12.** The common seal of the Society shall remain in the custody of the Secretary, or appointed SAFE Staff member, and only be affixed to documents under the direction of the Board.

Financial Provisions

13.

- a. The financial year for the Society shall end on the 31st day of March in any year.
- b. An auditor shall be appointed at the Annual General Meeting of the Society. In the event that the appointed auditor is unable to fulfill their duties, the Board shall appoint a replacement auditor.

Dissolution

14.

- a. On the winding up or dissolution of the Society all surplus assets, after the discharging of all debts and liabilities, shall be passed onto a New Zealand registered Society or societies whose charitable objects are most in accord with the objects of this Society.

The Rules are signed as correct and accurate by the following three members of the Society:



Gareth Hughes, Board Chair



Katharine Birks, Board Secretary



Logan Smedley, Board Treasurer